

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On May 8, 2008, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via overnight mail, (ii) upon the parties listed on Exhibit B hereto via electronic notification, (iii) upon the parties listed on Exhibit C hereto via facsimile and (iv) upon the parties listed on Exhibit D hereto via postage pre-paid U.S. mail:

- 1) Order Pursuant To 11 U.S.C. §502(b) And Fed. R. Bankr. P. 3007 Denying City Of Dayton, Ohio Motion For Reconsideration Of Proof Of Claim 16404 And Motion To File Later Proof Of Claim 16640 ("City Of Dayton, Ohio Order") (Docket No. 13544) [a copy of which is attached hereto as Exhibit E]
- 2) Stipulation And Agreed Order Resolving Objection Of Keystone Powdered Metal Company To Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 13545) [a copy of which is attached hereto as Exhibit F]

On May 8, 2008, I caused to be served the document listed below upon the party listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 3) Order Pursuant To 11 U.S.C. §502(b) And Fed. R. Bankr. P. 3007 Denying City Of Dayton, Ohio Motion For Reconsideration Of Proof Of Claim 16404 And Motion To File Later Proof Of Claim 16640 ("City Of Dayton, Ohio Order") (Docket No. 13544) [a copy of which is attached hereto as Exhibit E]

On May 8, 2008, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 4) Stipulation And Agreed Order Resolving Objection Of Keystone Powdered Metal Company To Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 13545) [a copy of which is attached hereto as Exhibit F]

Dated: May 15, 2008

/s/ Elizabeth Adam

Elizabeth Adam

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 15th day of May, 2008, by Elizabeth Adam, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Vanessa R. Quiñones

Commission Expires: 3/20/11

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
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Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.i.craft@delphi.com	Debtors
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Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com randall.eisenberg@fticonsulting.com	Counsel to Equity Security Holders Committee
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EXHIBIT B

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Lord, Bissel & Brook	Timothy W. Brink	115 South LaSalle Street		Chicago	IL	60603		312-443-1832	312-896-6432	Counsel to Sedgwick Claims Management Services, Inc.
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Shipman & Goodwin LLP	Jennifer L. Adamy	One Constitution Plaza		Hartford	CT	06103-1919		860-251-5811	860-251-5218	Counsel to Fortune Plastics Company of Illinois, Inc.; Universal Metal Hose Co.,
Squire, Sanders & Dempsey L.L.P.	Eric Marcks	One Maritime Plaza	Suite 300	San Francisco	CA	94111-3492			415-393-9887	Counsel to Furukawa Electric Co., Ltd. And Furukawa Electric North America, APD Inc.
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Swidler Berlin LLP	Robert N. Steinwurtzel	The Washington Harbour	3000 K Street, N.W. Suite 300	Washington	DC	20007		202-424-7500	202-424-7645	Attorneys for Sanders Lead Co., Inc.
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EXHIBIT D

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Sachnoff & Weaver, Ltd	Charles S. Schulman	10 South Wacker Drive	40th Floor	Chicago	IL	60606		312-207-1000	312-207-6400	Counsel to Infineon Technologies North America Corporation
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EXHIBIT E

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----x		

ORDER PURSUANT TO 11 U.S.C. § 502(b) AND FED. R. BANKR. P. 3007
DENYING CITY OF DAYTON, OHIO MOTION FOR RECONSIDERATION OF PROOF OF
CLAIM 16404 AND MOTION TO FILE LATE PROOF OF CLAIM 16640

("CITY OF DAYTON, OHIO ORDER")

Upon the City Of Dayton's (1) Response To Debtors' Twenty-Sixth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification And Modified Claim Asserting Reclamation, Or In The Alternative (2) Motion For Reconsideration Of Expungement Of The Claims Of The City Of Dayton Related To The Debtors' Thirteenth Omnibus Objections (Docket No. 13092) (the "Motion for Reconsideration") pursuant to Fed. R. Bankr. P. 3008; and upon the City Of Dayton's Motion Requesting Authority To File A Claim After The Bar Date (Docket No. 13283) (the "Motion to File Late Claim," and together with the Motion for Reconsideration, the "Motions") pursuant to Fed. R. Bankr. P. 9006; and the Debtors' Objection To City Of Dayton's (A) Motion For Reconsideration Of Expungement Of The Claims Of The City Of Dayton Related To The Debtors' Thirteenth Omnibus Objections And (B) Motion Requesting Authority To File A Claim After The Bar Date (Docket No. 13406) (the "Objection") filed by Delphi

Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"); and this Court having considered the documents and exhibits filed by the City of Dayton and by the Debtors and the arguments of both parties at the hearing on this matter conducted on April 18, 2008 (the "Hearing"); and for the reasons stated by the Court at the Hearing; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY FOUND AND DETERMINED THAT:¹

A. The Court has jurisdiction over the Motions and the Objection pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of the Motions and the Objection is a core proceeding under 28 U.S.C. § 157 (b)(2). Venue of these cases and the Motion and the Objection is proper under 28 U.S.C. §§ 1408 and 1409.

NOW THEREFORE, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion for Reconsideration is hereby denied with prejudice for the reasons set forth more fully on the record at the Hearing.
2. The Motion to File Late Claim is hereby denied with prejudice for the reasons set forth more fully on the record at the Hearing.
3. Proof of claim number 16640 is hereby disallowed and expunged in its entirety with prejudice.

¹ Findings of fact shall be construed as conclusions of law and conclusions of law shall be construed as findings of fact when appropriate. See Fed. R. Bankr. P. 7052.

4. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied.

Dated: New York, New York
May 7, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT F

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

STIPULATION AND AGREED ORDER RESOLVING OBJECTION OF
KEYSTONE POWDERED METAL COMPANY TO ASSUMPTION AND/OR
ASSIGNMENT OF EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BUYERS
IN CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases, (collectively, the "Debtors") and Keystone Powdered Metal Company ("Keystone"), respectfully submit this Stipulation And Agreed Order Resolving Objection Of Keystone Powdered Metal Company To Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business, and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"), as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, certain of the Debtors and Keystone entered into Purchase Order Nos. SAG9OI2692 and SAG9OI4952 (the "Purchase Orders"), under which Keystone would provide certain products to the Debtors.

WHEREAS, on July 1, 2004, Keystone and DAS LLC entered into a long term agreement (the "LTA") that modified various terms of the Purchase Orders.

WHEREAS, on August 02, 2006, Keystone Powdered Metal Company filed proof of claim number 15792 against Delphi Automotive Systems LLC, which asserts an unsecured non-priority claim in the amount of \$140,983.79 (the "Claim").

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Debtors' Twenty-First Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected on Debtors' Books and

Records, (E) Untimely Claims, and (F) Claims Subject to Modification, Tax Claim Subject to Modification, and Modified Claims Asserting Reclamation ("Twenty-First Omnibus Claims Objection") (Docket No. 9535) (the "Objection").

WHEREAS, on October 17, 2007, Keystone Powdered Metal Company filed its response to the Objection (Docket No. 10630) (the "Response").

WHEREAS, on January 15, 2008, Keystone and DAS LLC entered into the Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 15792 (Keystone Powdered Metal Company) (Docket No. 12058) (the "Claim Stipulation") whereby DAS LLC acknowledged and agreed that the Claim would be allowed against DAS LLC as a general unsecured non-priority claim in the amount of \$125,161.16.

WHEREAS, on December 10, 2007, the Debtors filed an Debtors' Expedited Motion For Orders Under 11 U.S.C. §§ 363, 365, And 1146 And Fed. R. Bankr. P. 2002, 6004, 6006, And 9014 (A)(I) Approving Bidding Procedures, (II) Granting Certain Bid Protections, (III) Approving Form And Manner Of Sale Notices, And (IV) Setting Sale Hearing Date, (B) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Comprising Substantially All Assets Primarily Used In Debtors' Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (III) Assumption Of Certain Liabilities, And (C) Authorizing And Approving Transaction Facilitation Agreement (the "Motion").

WHEREAS, on or about January 23, 2008, the Debtors served a (i) Notice Of Assumption And/Or Assignment Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12323) (the "Assumption Notice") and (ii) Notice of Cure Amount With Respect To Executory Contract Or

Unexpired Lease To Be Assumed And Assigned In Connection With Sale Of Steering And Halfshaft Business (Docket No. 12324) (the "Cure Notice"). The Cure Notice stated, among other things, that the Debtors seek to assume and/or assign the Purchase Orders to Steering Solutions Corporation and certain of its affiliates (the "Buyers") and listed a cure amount of \$105,881.79.

WHEREAS, on January 25, 2008, the Court entered an order confirming the First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (the "Plan").

WHEREAS, on February 25, 2008, the Court entered an Order Under 11 U.S.C. §§ 363, 365, and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 (A) Authorizing And Approving (I) Sale Of Certain Of Debtors' Assets Compromising Substantially All Of The Assets Of Steering And Halfshaft Business Free And Clear Of Liens, Claims, And Encumbrances, (II) Assumption And Assignment Of Certain Executory Contracts And Unexpired Lease, And (III) Assumption Of Certain Liabilities And (B) Authorizing And Approving Transaction Facilitation Agreement (Docket No. 12868) (the "Sale Approval Order"). The Sale Approval Order, among other things, approved the assumption and assignment of the Purchase Orders and ascribed to them a cure amount of \$105,881.79.

WHEREAS, on March 7, 2008, the Debtors filed an Expedited Motion for Order Under 11 U.S.C. §§ 105(a) and 365 and Fed. R. Bankr. P. 6006 (I) Establishing Procedures for Assumption and Assignment of Certain Omitted Executory Contracts and Unexpired Leases in Connection with Sale of Debtors' Steering and Halfshaft Business and (II) Authorizing Recovery of Excess Discount Rights (Docket No. 13029) (the "Omitted Contracts Assumption Procedures Motion").

WHEREAS, on March 25, 2008, the Court entered an Order Under 11 U.S.C. §§ 105(a) and 365 and Fed. R. Bankr. P. 6006 (I) Establishing Procedures for Assumption and Assignment of Certain Omitted Executory Contracts and Unexpired Leases in Connection with Sale of Debtors' Steering and Halfshaft Business and (II) Authorizing Recovery of Excess Discount Rights (Docket No. 13232) (the "Omitted Contract Assumption Procedures Order").

WHEREAS, on March 31, 2008, the Debtors served a Notice of Assumption and Assignment and Cure Amount of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business (Docket No. 13292) (the "Supplemental Cure Notice"). The Supplemental Cure Notice stated, among other things, that the Debtors seek to assume and/or assign the LTA to the Buyers and listed a cure amount of \$0.00.

WHEREAS, on April 11, 2008, Keystone filed the Limited Objection of Keystone Powdered Metal Company to Notice of Assumption and Assignment and Cure Amount of Executory Contract or Unexpired Lease to Buyers in Connection with Sale of Steering and Halfshaft Business (Docket No. 13364) (the "Steering Objection"), in which Keystone asserted that although it could not be paid its cure claim twice, unless and until the Purchase Orders were assumed and assigned to Buyer and the cure claim of Keystone paid in accordance with the Cure Notice, the cure amount under the LTA should be \$125,161.16.

WHEREAS, to resolve the Steering Objection, the Debtors and Keystone have agreed to enter into this stipulation (the "Stipulation").

THEREFORE, the Debtors and Keystone, stipulate and agree as follows:

1. As soon as reasonably practicable upon the closing of the sale of the steering and halfshaft business, Keystone shall receive a cure payment of \$105,881.79 representing the cure due to Keystone under both the Purchase Orders and the LTA. In the event

that the Debtor elects to assume either the Purchaser Orders or the LTA, but not both, the cure payment associated with such assumption shall remain \$105,881.79.

2. Upon payment of the cure amount, the Claim shall be reduced by the amount of the cure payment, thereby reducing the Claim to a general unsecured non-priority claim in the amount of \$19,279.37.

3. Upon the Court's entry of this Stipulation, Keystone shall be deemed to have withdrawn with prejudice the Steering Objection.

So Ordered in New York, New York, this 7th day of May, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
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/s/ Timothy P. Palmer

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- and -

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Debtors and Debtors-in-Possession

EXHIBIT G

Pg 51 of 53
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EXHIBIT H

Pg 53 of 53
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